Notice of Exempt Offering of Securities

U.S. Securities and Exchange Commission

Washington, DC 20549

(See instructions beginning on page 5) Intentional misstatements or omissions of fact constitute federal criminal violations. See 18 U.S.C. 1001.

OMB Number: 3235-0076

Expires: February 28, 2009

Estimated average burden hours per response: 4.00

Item 1. Issuer's Identity		
Name of Issuer	Previous Name(s) X None	Entity Type (Select one)
Madison Dearborn Capital Partners Offshore VI-C, L.P.		Corporation
Jurisdiction of Incorporation/Organization	PROCESSI	
Cayman Islands		Limited Liability Company
	MAR 1 2 200	General Partnership Business Trust
Year of Incorporation/Organization (Select one)	THARACAKI DEI	··················· L/
Within Last Five Vears	THOMSON REL	SIEKO Demonstra
(specify year)	2000	
(If more than one issuer is filing this notice, check th	is box 🔲 and identify additional issuer(s)	by attaching Items 1 and 2 Continuation Page(s)
Item 2. Principal Place of Business and C	Contact Information	
Street Address 1	Street Address 2	
Three First National Plaza	Suite 4600	
City State	/Province/Country ZIP/Postal Code	Phone No.
Chicago	60602	(312) 895-1000
Item 3. Related Persons		Att J. N
Last Name	First Name	Middle Name
MDP Global Investors Limited	N/A	N/A
Street Address 1	Street Address 2	SEC Mail Processing
Three First National Plaza	Suite 4600	Section
City State/	Province/Country ZIP/Postal Code	FFD
Chicago	60602	FEB 278009
Relationship(s): Executive Officer Dire	ector 🕱 Promoter	Weshington, DC
Clarification of Response (if Necessary) general	partner of the issuer	111
	`	
ldentify addi) (Select one)	tional related persons by checking this bo	x 🔀 and attaching Item 3 Continuation Page(s).
Agriculture	Business Services	Construction .
Banking and Financial Services	Energy	Construction REITS & Finance
Commercial Banking	Electric Utilities	Residential
Insurance	Energy Conservation	Other Real Estate
Investing Investment Banking	Coal Mining Environmental Services	○ Retailing
· ·	() Environmental Services	<u> </u>
	<u>~</u>	Restaurants
Pooled Investment Fund If selecting this industry group, also select one fi	Oil & Gas	RestaurantsTechnology
If selecting this industry group, also select one for type below and answer the question below:	Oil & Gas Other Energy	Technology Computers
If selecting this industry group, also select one fi	Oil & Gas Other Energy Health Care	Technology Computers Telecommunications
If selecting this industry group, also select one for type below and answer the question below:	Oil & Gas und Other Energy Health Care	Technology Computers
If selecting this industry group, also select one for type below and answer the question below: Hedge Fund	Oil & Gas Other Energy Health Care Blotechnology	Technology Computers Telecommunications Other Technology Travel
If selecting this industry group, also select one for type below and answer the question below: Hedge Fund Private Equity Fund Venture Capital Fund Other Investment Fund	Oil & Gas Und Other Energy Health Care Blotechnology Health Insurance	Technology Computers Telecommunications Other Technology Travel Airlines & Airports
If selecting this industry group, also select one for type below and answer the question below: Hedge Fund Private Equity Fund Venture Capital Fund Other Investment Fund Is the Issuer registered as an investment	Oil & Gas Other Energy Health Care Blotechnology Health Insurance Hospitals & Physcians Pharmaceuticals Other Health Care	Technology Computers Telecommunications Other Technology Travel Airlines & Airports Lodging & Conventions
If selecting this industry group, also select one for type below and answer the question below: Hedge Fund Private Equity Fund Venture Capital Fund Other Investment Fund	Oil & Gas Other Energy Health Care Blotechnology Health Insurance Hospitals & Physcians Pharmaceuticals Other Health Care	Technology Computers Telecommunications Other Technology Travel Airlines & Airports

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Item 5. Issuer Size (Select one)	·		
Revenue Range (for issuer not specifying "hedge" or "other investment" fund in Item 4 above)			te Net Asset Value Range (for issuer g "hedge" or "other investment" fund in nove)
O No Revenues	OR	0	No Aggregate Net Asset Value
\$1 - \$1,000,000		Õ	\$1 - \$5,000,000
\$1,000,001 - \$5,000,000		Õ	\$5,000,001 - \$25,000,000
S5,000,001 - \$25,000,000		\tilde{c}	\$25,000,001 - \$50,000,000
\$25,000,001 - \$100,000,000		ŏ	\$50,000,001 - \$100,000,000
Over \$100,000,000		Õ	Over \$100,000,000
Decline to Disclose		ŏ	Decline to Disclose
Not Applicable		ŏ	Not Applicable
Item 6. Federal Exemptions and Exclusions Cl	almed (Sel	ect all th	at apply)
	Investment Comp	oany Act Se	ction 3(c)
	➤ Section 3(c))(1)	Section 3(c)(9)
Rule 504(b)(1)(i)	Section 3(c))(2)	Section 3(c)(10)
Rule 504(b)(1)(ii)	Section 3(c)	(3)	Section 3(c)(11)
Rule 504(b)(1)(iii)	Section 3(c)(4)	Section 3(c)(12)
Rule 505	Section 3(c)(5)	Section 3(c)(13)
Rule 506	Section 3(c)(6)	Section 3(c)(14)
Securities Act Section 4(6)	Section 3(c)(7)	section s(e)(1.1)
Item 7. Type of Filing			
○ New Notice OR	ent		
Date of First Sale in this Offering: April 14, 2008	OR 🗆	First Sale \	Yet to Occur
Item 8. Duration of Offering			
Does the issuer intend this offering to last more than	n one year?	×Υ	es 🔲 No
Item 9. Type(s) of Securities Offered (Select	all that apply	y)	
Equity	× Pooled	Investmen	t Fund Interests
Debt	_		on Securities
Option, Warrant or Other Right to Acquire	_	Property S Pescribe)	ecunices
Another Security Security to be Acquired Upon Exercise of Option,		rescribe)	· · · ·
Warrant or Other Right to Acquire Security			
Item 10. Business Combination Transaction			
Is this offering being made in connection with a busing transaction, such as a merger, acquisition or exchange off		י <u>ר</u> Ye	es 🕱 No
Clarification of Response (if Necessary)			

U.S. Securities and Exchange Commission

Minimum investment accepted from any outside investor 10,000,000.00* (see note *** in Item 13, below)		Wasi	hington, DC	20549						
Item 12. Sales Compensation Recipient Recipient	Item 11. Minimum Investment			·					·-	
Recipient CRD Number Credit Suisse Securities (USA) LLC (Associated) Broker or Dealer	Minimum investment accepted from any o	outside inve	stor \$	10,000	,000.00°	see note	"" in Item	13, below)]	
Credit Suisse Securities (USA) LLC [Associated) Broker or Dealer [Associated) Broker or Dealer [Associated] Broker or Dealer CRD Number Street Address 1	Item 12. Sales Compensation								···	
Associated) Broker or Dealer X None (Associated) Broker or Dealer CRD Number Street Address 1 Street Address 2	Recipient			Recipie	nt CRD N	umber				
Street Address 1 Street Address 2	Credit Suisse Securities (USA) LLC	>		816		·····			No CRD Nu	ımber
Street Address 1 Eleven Madison Avenue City State/Province/Country New York States of Solicitation All States LL IN IN IA KS KY LA ME MD MA MI MN MS MO RI SC SD TN TX UT VT VA WA WA WV WI WY PR (Identify additional person(s) being paid compensation by checking this box (a) and attaching Item 12 Continuation Page(s). Item 13. Offering and Sales Amounts (a) Total Offering Amount (b) Total Amount Sold (c) Total Remaining to be Sold (Subtract (a) from (b)) Clarification or Reporse (if Necessary) "The issuer reserves the right to accept smaller participations. ""The issuer reserves the right to offer a greater or lesser amount of limited partnership interests. Item 14. Investors Check this box if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, and enter the number of such non-accredited investors who already have invested in the offering: Enter the total number of investors who already have invested in the offering: Enter the total number of investors who already have invested in the offering: Enter the total number of investors who already have invested in the offering: Enter the total number of investors who already have invested in the offering: Enter the total number of investors who already have invested in the offering: Enter the total number of investors and Finders' Fees Expenses Provide separately the amounts of sales commissions and finders' fees expenses, if any. If an amount is not known, provide an estimate and check the box next to the amount. Sales Commissions \$ 0	(Associated) Broker or Dealer X No	ne		(Associ	ated) Brok	ær or Dea	iler CRD Nur	nber		
Eleven Madison Avenue City									No CRD Nu	mber
City	Street Address 1			Street A	ddress 2					
New York	Eleven Madison Avenue			l						
States of Solicitation All States AR CAA COA COA	City	Sta	te/Province	/Country			le			
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IL		416.7706						erini Uskania		ورا جو نوست
RI SC SD TN TX UT VT VA WA WV WI WY PR (Identify additional person(s) being paid compensation by checking this box and attaching Item 12 Continuation Page(s).				PER SE	1822-1816					***************************************
RI				_						
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(b) Total Amount Sold \$ 60,000,000.00 (c) Total Remaining to be Sold (Subtract (a) from (b)) Clarification of Response (if Necessary) *The issuer reserves the right to accept smaller participations. **The issuer reserves the right to offer a greater or lesser amount of limited partnership interests. Item 14. Investors Check this box if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, and enter the number of such non-accredited investors who already have invested in the offering: Enter the total number of investors who already have invested in the offering: 2 Item 15. Sales Commissions and Finders' Fees Expenses Provide separately the amounts of sales commissions and finders' fees expenses, if any. If an amount is not known, provide an estimate and check the box next to the amount. Sales Commissions \$ 0	Item 13. Offering and Sales Amou	unts								
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Item 15. Sales Commissions and Finders' Fees Expenses Provide separately the amounts of sales commissions and finders' fees expenses, if any. If an amount is not known, provide an estimate and check the box next to the amount. Sales Commissions \$ 0	number of such non-accredited investors w	ho already h	nave investe	d in the o	ffering:					
Item 15. Sales Commissions and Finders' Fees Expenses Provide separately the amounts of sales commissions and finders' fees expenses, if any. If an amount is not known, provide an estimate and check the box next to the amount. Sales Commissions \$ 0					•		·			
Provide separately the amounts of sales commissions and finders' fees expenses, if any. If an amount is not known, provide an estimate and check the box next to the amount. Sales Commissions \$ 0	Enter the total number of investors who alr	eady have ir	nvested in th	e offerin	g: 2					
check the box next to the amount. Sales Commissions \$ 0	Item 15. Sales Commissions and	Finders'	Fees Exp	penses						
Electric Co. X Estimate		nmissions ar	nd finders' fe	es expen	ses, if any	r. If an an	nount is not	known, pro	vide an est	imate and
Clarification of Response (if Necessary) Finders' Fees \$ 0			S	ales Com	missions \$	0		<u> </u>	S Estimat	e
	Clarification of Response (if Necessary)			Find	ers' Fees \$	0		<u> </u>	Estimat	e

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Item 16. Use of Proceeds	
Provide the amount of the gross proceeds of the offering that has been or is proused for payments to any of the persons required to be named as execudirectors or promoters in response to Item 3 above. If the amount is unknownestimate and check the box next to the amount,	tive officers, \$ 0.00
Clarification of Response (if Necessary)	
Estimated aggregate amount of management fees.	
Signature and Submission	
Please verify the information you have entered and review the Term	s of Submission below before signing and submitting this notice.
Terms of Submission. In Submitting this notice, each identify	fled Issuer is:
the State in which the issuer maintains its principal place of busine process, and agreeing that these persons may accept service on its such service may be made by registered or certified mail, in any Feragainst the issuer in any place subject to the jurisdiction of the Unit activity in connection with the offering of securities that is the subject value of the interest of the interest exchange Company Act of 1940, or the Investment Advisers Act of 1940, or as State in which the issuer maintains its principal place of business of	nd the Securities Administrator or other legally designated officer of ss and any State in which this notice is filed, as its agents for service of behalf, of any notice, process or pleading, and further agreeing that deral or state action, administrative proceeding, or arbitration brought ted States, if the action, proceeding or arbitration (a) arises out of any ect of this notice, and (b) is founded, directly or indirectly, upon the Act of 1934, the Trust Indenture Act of 1939, the investment by rule or regulation under any of these statutes; or (ii) the laws of the
110 Stat. 3416 (Oct. 11, 1996)) imposes on the ability of States to require ini "covered securities" for purposes of NSMIA, whether in all instances or due routinely require offering materials under this undertaking or otherwise an so under NSMIA's preservation of their anti-fraud authority.	Securities Markets Improvement Act of 1996 ("NSMIA") [Pub. L. No. 104-290, formation. As a result, if the securities that are the subject of this Form D are to the nature of the offering that is the subject of this Form D, States cannot d can require offering materials only to the extent NSMIA permits them to do et true, and has duly caused this notice to be signed on its behalf by the
	ch Signature Continuation Pages for signatures of issuers identified
Issuer(s) Na	me of Signer
Madison Dearborn Capital Partners Offshore VI-C, L.P.	Mark B. Tresnowski
Signature	le
400 P	Managing Director of MDP Global Investors Limited the general partner of the Issuer
	Date
Number of continuation pages attached: 6	2-27-09

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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Item 3 Continuation Page

tem 3. Related Persons (Continu				
Last Name	First Name		Middle Name	
Canning, Jr.	John		A.	
Street Address 1		Street Address 2		
Three First National Plaza		Suite 4600		
City	State/Province/Country	ZIP/Postal Code		
Chicago	IL	60602		
Relationship(s): X Executive Officer	☐ Director ☒ Promoter			
Clarification of Response (if Necessary)				
_ 				
Last Name	First Name		Middle Name	
Finnegan	Paul		J.	
Street Address 1		Street Address 2		
Three First National Plaza		Suite 4600		
City	State/Province/Country	ZIP/Postal Code		
Chicago	IL	60602		
Relationship(s): X Executive Officer	Director 🕱 Promoter			
Clarification of Response (if Necessary)				
,	_			L
Last Name	First Name		Middle Name	
Mencoff	Samuel		M.	
Street Address 1		Street Address 2		
Three First National Plaza		Suite 4600	 -	
City	State/Province/Country	ZIP/Postal Code		
Chicago	IL	60602		
Relationship(s): X Executive Officer	Director Promoter			
Clarification of Response (if Necessary)			········	 1
Classification of Response (in Necessary)				
				
Last Name	First Name		Middle Name	
Alexos	Nicholas		<u>W.</u>	
Street Address 1	 _	Street Address 2		
Three First National Plaza		Suite 4600		
City	State/Province/Country	ZIP/Postal Code		
Chicago	IL .	60602		
Relationship(s): X Executive Officer	Director 🗷 Promoter			
	Director 🗷 Promoter			

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Item 3 Continuation Page

Last Name	First Name		Middle Name
Chereskin	Benjamin		D.
Street Address 1		Street Address 2	
Three First National Plaza	}	Suite 4600	
City	State/Province/Country	ZIP/Postal Code	
Chicago	[L	60602	
Relationship(s):	☐ Director ✓ Promoter		
Clarification of Response (if Necessary)			
Last Name	First Name		Middle Name
Cole	Michael		P.
Street Address 1		Street Address 2	
Three First National Plaza	• ""	Suite 4600	•
City	State/Province/Country	ZIP/Postal Code	
Chicago	IL	60602	
Relationship(s):	☐ Director ✓ Promoter		
Clarification of Response (if Necessary)			
		* ', ',	
			Middle Name
Last Name	First Name		Middle Name
Last Name Dombalagian	First Name Vahe	Street Address 2	Middle Name
Last Name Dombalagian Street Address 1		Street Address 2	
Last Name Dombalagian Street Address 1 Three First National Plaza	Vahe	Suite 4600	
Last Name Dombalagian Street Address 1 Three First National Plaza City		Suite 4600 ZIP/Postal Code	
Last Name Dombalagian Street Address 1 Three First National Plaza City Chicago	Vahe State/Province/Country IL	Suite 4600	
Last Name Dombalagian Street Address 1 Three First National Plaza City Chicago Relationship(s):	Vahe State/Province/Country IL	Suite 4600 ZIP/Postal Code	
Last Name Dombalagian Street Address 1 Three First National Plaza City Chicago	Vahe State/Province/Country IL	Suite 4600 ZIP/Postal Code	
Last Name Dombalagian Street Address 1 Three First National Plaza City Chicago Relationship(s):	Vahe State/Province/Country IL	Suite 4600 ZIP/Postal Code	
Last Name Dombalagian Street Address 1 Three First National Plaza City Chicago Relationship(s):	Vahe State/Province/Country IL	Suite 4600 ZIP/Postal Code	
Last Name Dombalagian Street Address 1 Three First National Plaza City Chicago Relationship(s):	State/Province/Country IL Director Promoter	Suite 4600 ZIP/Postal Code	A.
Last Name Dombalagian Street Address 1 Three First National Plaza City Chicago Relationship(s):	State/Province/Country IL Director Promoter First Name	Suite 4600 ZIP/Postal Code 60602 Street Address 2	A. Middle Name
Last Name Dombalagian Street Address 1 Three First National Plaza City Chicago Relationship(s):	State/Province/Country IL Director Promoter First Name	Suite 4600 ZIP/Postal Code 60602	A. Middle Name
Last Name Dombalagian Street Address 1 Three First National Plaza City Chicago Relationship(s):	State/Province/Country IL Director Promoter First Name Patrick State/Province/Country	Suite 4600 ZIP/Postal Code 60602 Street Address 2	A. Middle Name
Last Name Dombalagian Street Address 1 Three First National Plaza City Chicago Relationship(s):	State/Province/Country IL	Suite 4600 ZIP/Postal Code 60602 Street Address 2 Suite 4600	A. Middle Name
Last Name Dombalagian Street Address 1 Three First National Plaza City Chicago Relationship(s): Executive Officer Clarification of Response (if Necessary) Last Name Eilers Street Address 1 Three First National Plaza City	State/Province/Country IL Director Promoter First Name Patrick State/Province/Country IL	Suite 4600 ZIP/Postal Code 60602 Street Address 2 Suite 4600 ZIP/Postal Code	A. Middle Name

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Item 3 Continuation Page

Item 3. Related Persons (Continued) Last Name First Name Middle Name **Thomas** Goldstein M. Street Address 2 Street Address 1 **Suite 4600** Three First National Plaza State/Province/Country ZIP/Postal Code City ΙL 60602 Chicago Executive Officer Director Promoter Relationship(s): Clarification of Response (if Necessary) Last Name First Name Middle Name C. Grissom Douglas Street Address 1 Street Address 2 Three First National Plaza Suite 4600 City State/Province/Country ZIP/Postal Code IL 60602 Chicago Executive Officer Director Promoter Relationship(s): Clarification of Response (if Necessary) Last Name Middle Name First Name M. Hurd Timothy Street Address 2 Street Address 1 Three First National Plaza Suite 4600 City State/Province/Country ZIP/Postal Code ΙL 60602 Chicago Relationship(s): Executive Officer Director Promoter Clarification of Response (if Necessary) Last Name Middle Name First Name Knutsen John E. Street Address 1 Street Address 2 **Suite 4600** Three First National Plaza City State/Province/Country ZIP/Postal Code IL 60602 Chicago Relationship(s): Executive Officer Director Promoter Clarification of Response (if Necessary)

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Item 3 Continuation Page

Item 3. Related Persons (Continued) Last Name Middle Name First Name Christopher J. McGowan Street Address 2 Street Address 1 Three First National Plaza Suite 4600 State/Province/Country ZIP/Postal Code City İIL Chicago 60602 Relationship(s): Executive Officer Director Promoter Clarification of Response (if Necessary) Last Name Middle Name First Name Mosher David F. Street Address 2 Street Address 1 Three First National Plaza Suite 4600 City State/Province/Country ZIP/Postal Code Chicago 60602 Executive Officer Director Promoter Relationship(s): Clarification of Response (if Necessary) Last Name First Name Middle Name A. Peinado George Street Address 2 Street Address 1 **Suite 4600** Three First National Plaza City State/Province/Country ZIP/Postal Code IL Chicago 60602 Executive Officer Director Promoter Relationship(s): Clarification of Response (if Necessary) Last Name Middle Name First Name N. Perry, Jr. **James** Street Address 2 Street Address 1 Three First National Plaza **Suite 4600** City State/Province/Country ZIP/Postal Code |IL 60602 Chicago Executive Officer Director Promoter Relationship(s): Clarification of Response (if Necessary)

Washington, DC 20549

Item 3 Continuation Page

Item 3. Related Persons (Continued) Last Name First Name Middle Name Selati Robin Ρ. Street Address 2 Street Address 1 Three First National Plaza Suite 4600 ZIP/Postal Code State/Province/Country City IL 60602 Chicago Executive Officer Director Promoter Relationship(s): Clarification of Response (if Necessary) Last Name Middle Name First Name S. Souleles **Thomas** Street Address 2 Street Address 1 Three First National Plaza **Suite 4600** City State/Province/Country ZIP/Postal Code lıL Chicago 60602 Executive Officer Director Promoter Relationship(s): Clarification of Response (if Necessary) Last Name Middle Name First Name P. Sullivan Timothy Street Address 2 Street Address 1 Three First National Plaza Suite 4600 City State/Province/Country ZIP/Postal Code IL Chicago 60602 Relationship(s): Executive Officer Director Promoter Clarification of Response (if Necessary) Last Name Middle Name First Name В. Tresnowski Mark Street Address 1 Street Address 2 Three First National Plaza **Suite 4600** City State/Province/Country ZIP/Postal Code lıL 60602 Chicago Relationship(s): Executive Officer Director Promoter Clarification of Response (if Necessary)

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Item 12 Continuation Page

Item 12. Sales Compensation (Continued)

	De de la companya de
Recipient	Recipient CRD Number
MA Private Equity Partners, Ltd.	No CRD Number
(Associated) Broker or Dealer X None	(Associated) Broker or Dealer CRD Number
	☐ No CRD Number
Street Address 1	Street Address 2
OMC Chambers, PO Box 3152	
City State/Province	/Country ZIP/Postal Code
Road Town, Tortola British Virgin	Islands
States of Solicitation All States	
☐ IL ☐ IN ☐ IA ☐ KS ☐ KY ☐ LA ☐	ME MD MA MI MN MS MO
	NY ING IND DO OH IND OR IN PAGE
RI SC SD TN TX UT	VT VA WA WW WV WI WY PR
Recipient	Recipient CRD Number
	☐ No CRD Number
(Associated) Broker or Dealer None	(Associated) Broker or Dealer CRD Number
	☐ No CRD Number
Street Address 1	Street Address 2
City State/Province	/Country ZIP/Postal Code
☐ IL ☐ IN ☐ IA ☐ KS ☐ KY ☐ LA ☐	GC DE LEGA HA DO MA MA MI MN MS MO NY NC NO WA WA WY PR

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